

Invitation to the Annual General Meeting
of shareholders of ABB Ltd, Zurich
Tuesday, May 5, 2009, at 10:00 a.m.

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Invitation

The **Annual General Meeting of ABB Ltd will be held on Tuesday, May 5, 2009, at 10:00 a.m.** (doors open at 9:00 a.m.) at the Messe Zurich hall, Wallisellenstrasse 49, in Zurich-Oerlikon, Switzerland.

We would like to invite our shareholders for coffee before the meeting.

Agenda

The Board of Directors of ABB Ltd submits the following **agenda and proposals** to the general meeting for discussion and decision:

1. Reporting for fiscal 2008

- Annual report and consolidated financial statements
- Annual financial statements
- Auditors' reports

2.1 Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2008

The Board of Directors **proposes** that the annual report, the consolidated financial statements, and the annual financial statements for 2008 be approved.

2.2 Consultative vote on the 2008 remuneration report

The Board of Directors **proposes** that the remuneration report (as per pages 49–55 of the annual report) be accepted (non-binding consultative vote).

Explanation: The remuneration report contains the principles governing the remuneration paid to the Board of Directors and the Executive Committee and reports on the amounts paid to the members of both bodies in 2008.

3. Discharge of the Board of Directors and the persons entrusted with management

The Board of Directors **proposes** that the members of the Board of Directors and the persons entrusted with management be granted discharge for fiscal 2008.

4. Appropriation of available earnings and release of legal reserves

Net income for 2008	CHF	783,215,933
Carried forward from previous year	CHF	1,772,263,199
Earnings available to the Annual General Meeting	CHF	2,555,479,132

The Board of Directors **proposes** to release CHF 650,000,000 of the legal reserves and allocate those released reserves to other reserves and to carry forward the available earnings in the amount of CHF 2,555,479,132.

Explanation: ABB Ltd has significant legal reserves exceeding the required minimum. This is a result of last year's reduction of the share capital by means of a nominal value reduction. The Board of Directors therefore proposes the release of CHF 650,000,000 of legal reserves and the allocation of those released reserves to other reserves. This will enhance ABB's share capital flexibility. As further described in Item 6, the Board of Directors is proposing to return capital to shareholders in the form of a nominal value reduction and therefore does not propose a dividend this year.

5. Renewal of authorized share capital

The Board of Directors **proposes** to renew ABB Ltd's authorized share capital in an amount not to exceed CHF 404,000,000* enabling the issuance of up to 200,000,000 ABB Ltd shares with a nominal value of CHF 2.02* each by not later than May 5, 2011, by amending the Articles of Incorporation with a new article 4^{ter} with the following wording:

Article 4^{ter} – Authorized Share Capital

- 1 The Board of Directors shall be authorized to increase the share capital in an amount not to exceed CHF 404,000,000* through the issuance of up to 200,000,000 fully paid registered shares with a par value of CHF 2.02* per share by not later than May 5, 2011. Increases in partial amounts shall be permitted.
- 2 The subscription and acquisition of the new shares, as well as each subsequent transfer of the shares, shall be subject to the restrictions of art. 5 of these Articles of Incorporation.
- 3 The Board of Directors shall determine the date of issue of new shares, the issue price, the type of payment, the conditions for the exercise of pre-emptive rights, and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a banking institution, a syndicate or another third party with a subsequent offer of these shares to the shareholders. The Board of Directors may permit pre-emptive rights that have not been exercised to expire or it may place these rights and/or shares as to which pre-emptive rights have been granted but not exercised, at market conditions or use them for other purposes in the interest of the Company.
- 4 The Board of Directors is further authorized to restrict or deny the pre-emptive rights of shareholders and allocate such rights to third parties if the shares are to be used:
 - a) for the acquisition of an enterprise, parts of an enterprise, or participations, or for new investments, or, in case of a share placement, for the financing or refinancing of such transactions; or
 - b) for the purpose of broadening the shareholder constituency in connection with a listing of shares on domestic or foreign stock exchanges.

Explanation: The proposed renewal of authorized share capital is intended to replace the existing authorized share capital which will expire on May 3, 2009.

* In the event of approval of the proposed capital reduction set forth in Item 6, the aggregate nominal value and the nominal value per share will be adjusted accordingly.

6. Capital reduction through nominal value repayment

The Board of Directors **proposes**:

- a) to reduce the share capital of CHF 4,692,041,526.70 by CHF 1,114,940,560.80 to CHF 3,577,100,965.90 by way of reducing the nominal value of the registered shares from CHF 2.02 by CHF 0.48 to CHF 1.54 and to use the nominal value reduction amount for repayment to the shareholders;
- b) to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction;
- c) to amend article 4 para. 1 of the Articles of Incorporation according to the following wording as per the date of the entry of the capital reduction in the commercial register (the proposed amendments are in italics):

Article 4 para. 1

The share capital of the Company is CHF 3,577,100,965.90 and is divided into 2,322,792,835 fully paid registered shares. Each share has a par value of CHF 1.54.

- d) to amend article 4^{bis} paras. 1 and 4, and article 4^{ter} para. 1 of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of the registered shares from CHF 2.02 by CHF 0.48 to CHF 1.54, as per the date of the entry of the capital reduction in the commercial register.

7. Amendment to the Articles of Incorporation related to the capital reduction

To the extent that the general meeting approves the Board of Directors' proposal set forth in Item 6, the Board of Directors **proposes** to amend article 13 para. 1 of the Articles of Incorporation as follows (the proposed amendment is in italics):

Article 13 para. 1

One or more shareholders whose combined shareholdings represent an aggregate par value of at least CHF ~~808,000~~ 616,000 may demand that an item be included on the agenda of a General Meeting of Shareholders. Such inclusion must be requested in writing at least forty days prior to the meeting and shall specify the agenda items and proposals of such shareholder(s).

Explanation: The proposal under this Item 7 is a result of the proposed share capital reduction under Item 6. If the shareholders approve the share capital reduction, it is proposed to reduce the threshold for the submission of agenda items accordingly. The amended article 13 para. 1 of the Articles of Incorporation will only be entered into the commercial register together with the share capital reduction set forth in Item 6.

8. Elections to the Board of Directors

The term of office for all members of the Board of Directors expires at the general meeting on May 5, 2009.

The current members stand for re-election. Accordingly the Board of Directors **proposes** the re-election of Messrs.

- Hubertus von Grünberg, German
- Roger Agnelli, Brazilian
- Louis R. Hughes, American
- Hans Ulrich Märki, Swiss
- Michel de Rosen, French
- Michael Treschow, Swedish
- Bernd W. Voss, German
- Jacob Wallenberg, Swedish

to the Board of Directors for a further period of one year, until the annual general meeting 2010.

The re-elections to the Board of Directors shall be effected on an individual basis.

After the general meeting the Board of Directors intends to re-elect Mr. von Grünberg as its Chairman.

9. Election of the auditors

The Board of Directors **proposes** that Ernst & Young AG be elected as the auditors for fiscal 2009.

Documentation and attendance procedures

Documentation

The **annual report** will be available to the shareholders for examination from April 14, 2009, at the company's head office in Zurich-Oerlikon as well as in Sweden at ABB, Kopparbergsvägen 2, Västerås. The invitation including the agenda and the proposals of the Board of Directors will be mailed directly to holders of registered shares with the right to vote. Annual reports will be mailed on request. The annual report is also available on the Internet via **www.abb.com**.

Registration and admission cards

Shareholders entered in the share register, with the right to vote, by **April 24, 2009**, are entitled to participate in the general meeting. These shareholders will receive their admission cards (by priority mail) on request using the reply form enclosed with the invitation. The reply form or a corresponding notification must reach the company not later than **April 28, 2009**. Reply forms or notifications arriving after that date will not be taken into consideration.

Proxies

If you cannot attend our general meeting in person, you may arrange to be represented by:

- a) another shareholder with the right to vote; or
- b) our company
unless instructed otherwise, your vote will be cast in favor of the Board of Directors' proposals; ABB Ltd as corporate body will represent only shareholders giving proxy in favor of the Board of Directors' proposals. Proxies with different instructions will be transferred to the independent representative; or
- c) the independent representative
you can authorize Dr. Hans Zehnder, attorney-at-law and notary, Bahnhofplatz 1, CH-5401 Baden, to act as your representative (with delegation rights) in accordance with article 689c of the Swiss Code of Obligations; Dr. Zehnder votes as instructed. If no instructions have been given, your vote will be cast in favor of the Board of Directors' proposals; or
- d) the depositary bank.

Depositary banks

Depositary banks representing shareholders are requested to inform the company in good time of the number of the shares they represent, at the latest on April 30, 2009, at 2:00 p.m.

Translation

The general meeting will be held principally in German. There will be simultaneous translation into English and French.

Transmission

The general meeting will be broadcast on the Internet via **www.abb.com**.

The **decisions** taken by the general meeting will subsequently be available for inspection from May 22, 2009, at the company's head office in Zurich-Oerlikon, Switzerland, and will be published on ABB's website **www.abb.com**.

CH-8050 Zurich, April 6, 2009

Yours sincerely

For the Board of Directors of

ABB Ltd

Hubertus von Grünberg, Chairman

Notes for participants

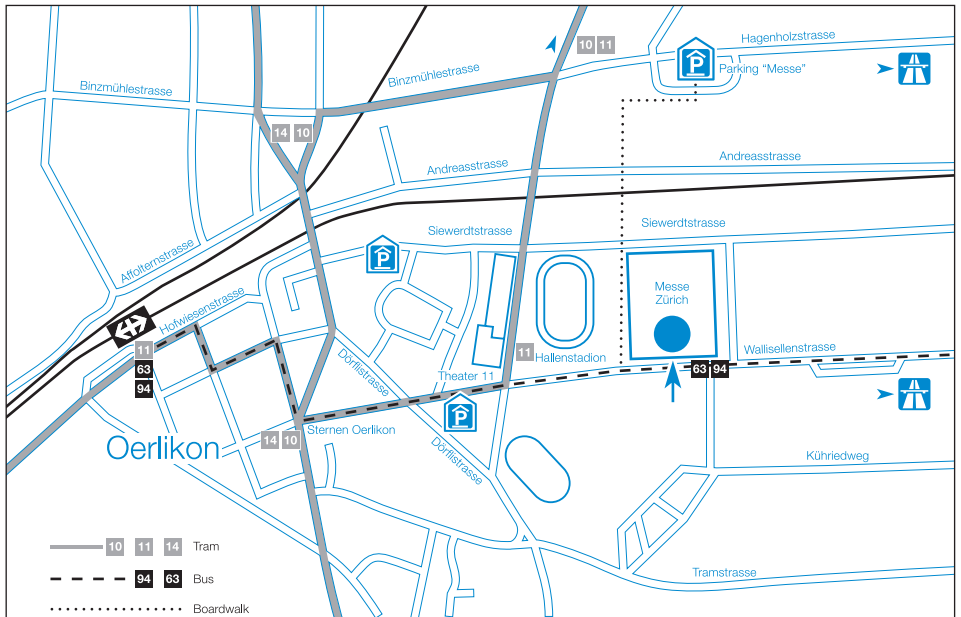
Shareholders are asked to use public transport as there will be limited parking facilities at the meeting location Messe Zurich.

Public transport

Train to Zurich main station. Then tram No. 11 to **Messe/Hallenstation**.

Or **train to Zurich-Oerlikon station**. Then tram No. 11 or bus No. 63 or 94 to **Messe/Hallenstation**.

On foot: about 10 minutes' walk from Zurich-Oerlikon station to Messe Zürich.



Contact us

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Share Register

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